

1.) CORPORATION NAME:

USAA Real Estate Company

DUE DATE: **3/31/2012**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: **B.E.**

AUTH IN VI

C T CORPORATION SYSTEM

4701 COX RD STE 301

GLEN ALLEN, VA 23060-6802

SCC ID NO: **F1659772**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	1,000

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 9830 COLONNADE BLVD STE 600

CITY/ST/ZIP: SAN ANTONIO, TX 78230-

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME:	LEONARD J O'DONNELL	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	PRESIDENT		
ADDRESS:	9830 COLONNADE BLVD. #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	GLEN E MITTS	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SNR VP		
ADDRESS:	9830 COLONNADE BLVD STE 600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-		
NAME:	T PATRICK DUNCAN	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	CHAIRMAN		
ADDRESS:	9830 COLONNADE BLVD #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	PATRICK A. IRWIN	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	SR FIN OFFCR		
ADDRESS:	9830 COLONNADE BLVD #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	STANLEY R ALTERMAN	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SVP		
ADDRESS:	9830 COLONNADE BLVD. #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		

NAME:	DIRK PD MOSIS III	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SVP		
ADDRESS:	9830 COLONNADE BLVD. #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	BRUCE C PETERSEN	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SVP		
ADDRESS:	9830 COLONNADE BLVD. #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	SUSAN T WALLACE	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	SVP		
ADDRESS:	9830 COLONNADE BLVD. #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	CHRISTOPHER W CLAUS	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	9830 COLONNADE BLVD. #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	JACK FRAKER	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	9830 COLONNADE BLVD. #600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	JOE C MCKINNEY	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1177 NE LOOP 410 4TH FLOOR		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78209-		
NAME:	STEVEN A. WATERS	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	SECRETARY		
ADDRESS:	9830 COLONNADE BLVD.		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	BRUCE S. CHILDS	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	AVP		
ADDRESS:	9830 COLONNADE BLVD.		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	JAMES K. HARDIN	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST SECRETARY		
ADDRESS:	9830 COLONNADE BLVD.		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
NAME:	TONI M. FISHER	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	ASST SECRETARY		
ADDRESS:	9830 COLONNADE BLVD.		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		

		<input checked="checked" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	DAVID J. BUCK		
TITLE:	AVP		
ADDRESS:	9830 COLONNADE BLVD.		
	SUITE 600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.			
<u>/s/ STEVEN A. WATERS</u>		<u>STEVEN A. WATERS, SECRETARY</u>	<u>2/15/2012</u>
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT		PRINTED NAME AND CORPORATE TITLE	DATE
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.			